

Alan A. Rudnick
Assistant General Solicitor

November 7, 1980



Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 12115-
Filed 1425

NOV 7 1980 - 12 35 PM

Law Department
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2471

Attention: Mrs. M. R. Lee, Room 2505
Recordation Unit

INTERSTATE COMMERCE COMMISSION

Re: Baltimore and Ohio Railroad Equipment Trust of 1980
Our File: 1409-3

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 1, 2 and 3 (of 6) of a Second Supplemental Agreement, dated as of October 30, 1980, to Equipment Trust Agreement dated as of July 15, 1980 (which Equipment Trust Agreement established The Baltimore and Ohio Railroad Equipment Trust of 1980). The parties to the subject Supplemental Agreement are Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, Maryland 21203 (Trustee-Lessor) and The Baltimore and Ohio Railroad Company, 100 North Charles Street, Baltimore, Maryland 21201 (Lessee).

The equipment covered by the enclosed Supplemental Agreement is as follows:

0-312A026

44

All Steel Bay Window Cabooses to bear B&O's road numbers 904000 to 904035, inclusive and 904037 to 904044.

No. 1 NOV 7 1980

AAR Mechanical Designation: NE

Date.....
Fee \$.....

300

100 Ton 4600 cu. ft. Open Top Hopper Cars to bear B&O's road numbers 606440 - 606739, inclusive.

ICC Washington, D. C.

AAR Mechanical Designation: HT

The Commission previously recorded the above-mentioned Equipment Trust Agreement on August 19, 1980 at 9:50 a.m., recordation no. 12115 and recorded a Supplemental Agreement, dated as of September 1, 1980, to said Equipment Trust Agreement on October 22, 1980, at 9:50 a.m. recordation no. 12115-A.

The \$10 required filing fee is also enclosed.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC Sec. 11303 (formerly Sec. 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

Thank you in advance for your cooperation.

Sincerely,

Alan A. Rudnick

The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

AAR:aj
Enclosures

1409-3

EXECUTED IN 6 COUNTERPARTS
OF WHICH THIS IS NO. 1

BALTIMORE AND OHIO RAILROAD
EQUIPMENT TRUST OF 1980

RECORDATION NO. 12115B Filed 1425

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INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENTAL AGREEMENT

Dated as of October 30, 1980

To

EQUIPMENT TRUST AGREEMENT

Dated as of July 15, 1980

Between

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

SECOND SUPPLEMENTAL AGREEMENT, dated as of October 30, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, as Trustee (hereinafter called the "Trustee"), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called the "Company"):

WHEREAS, the Trustee and the Company entered into a certain Equipment Trust Agreement (hereinafter called the "Trust"), dated as of July 15, 1980, constituting Baltimore and Ohio Railroad Equipment Trust of 1980, providing for the execution and delivery from time to time of an aggregate principal amount not exceeding \$24,750,000 of Serial Equipment Trust Certificates (hereinafter called "Trust Certificates") and under which the Trustee leased to the Company the railroad equipment therein described or referred to (hereinafter called the "Trust Equipment"); and

WHEREAS, on August 12, 1980, the Trustee issued and delivered \$13,500,000 aggregate principal amount of Trust Certificates as a first installment under the Trust; and

WHEREAS, the Trustee and the Company entered into a Supplemental Agreement, dated as of September 1, 1980, (hereinafter called the "First Supplement") to the Trust providing that the aggregate principal amount of Trust Certificates executed and delivered pursuant to the Trust shall not exceed \$13,500,000; and

WHEREAS, through inadvertence and typographical error, Paragraph Third of the First Supplement incorrectly listed the Company's road numbers of certain of the Trust Equipment.

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

FIRST: The Trust is hereby further amended by changing the description of the Trust Equipment in Section 3.1 of the Trust, so that such description shall read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Total Estimated Cost</u>
44	All steel bay window cabooses to be manufactured by Fruit Growers Express Company, and to bear the Company's road numbers 90400 to 904035, inclusive, and 904037 to 904044, inclusive, at an estimated unit cost of \$27,000.	\$ 3,388,000
300	100-ton 4600 cu. ft., cover hopper cars to be manufactured by ACF Industries, Inc. (Amcar Division) and to bear the Company's road numbers 606440 to 606739, inclusive, at an estimated unit cost of \$46,000	\$ 13,800,000
<u>344</u>		<u>\$ 17,188,000</u>

SECOND: All references to the Trust in the Trust shall be deemed to mean the Trust as amended by the First Supplement and by this Second Supplemental Agreement.

THIRD: In order to facilitate the filing and recording of this Supplemental Agreement, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall for all purposes be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

(Corporate Seal)

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, As Trustee

By


Assistant Vice-President

ATTEST:

F.H. C. Ober
Authorized Officer

(Corporate Seal)

THE BALTIMORE AND OHIO RAILROAD
COMPANY

By

R.W. Carr
Senior Vice-President

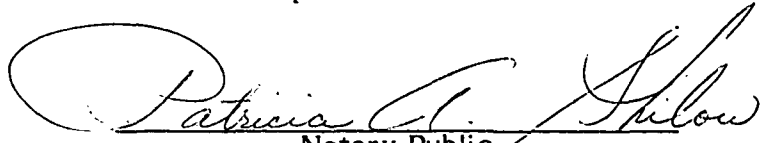
ATTEST:

Patricia J. Kennedy
Corporate Secretary

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this *10th* day of November 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)




Notary Public
My commission expires July 1, 1982

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this *5TH* day of November 1980, before me personally appeared R. W. Donnem, to me personally known, who, being by me duly sworn, says that he is a Senior Vice-President of THE BALTIMORE AND OHIO RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984